

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**

**POST EFFECTIVE AMENDMENT NO. 1 TO
FORM F-1
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

Millennium Group International Holdings Limited
(Exact name of registrant as specified in its charter)

Not Applicable
(Translation of Registrant's Name into English)

Cayman Islands
(State or other jurisdiction of
incorporation or organization)

2750
(Primary Standard Industrial
Classification Code Number)

Not Applicable
(I.R.S. Employer
Identification Number)

**Rm 2722, 27/F, No.1 Hung To Road, Kwun Tong,
Kowloon, Hong Kong 999077
Tel: +852 36195768**

(Address, including zip code, and telephone number,
including area code, of principal executive offices)

**Cogency Global Inc.
122 East 42nd Street, 18th Floor
New York, NY 10168
+1(800) 221-0102**

(Name, address, including zip code, and telephone
number, including area code, of agent for service)

Copies to:

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Approximate date of commencement of proposed sale to public: As soon as practicable after the effective date of this Registration Statement.

If any securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act, check the following box. ☒

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☒ **Registration No.333-268063**

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933.

Emerging growth company ☒

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards[†] provided pursuant to Section 7(a)(2)(B) of the Securities Act. ☐

[†] The term "new or revised financial accounting standard" refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.



EXPLANATORY NOTE

This post-effective amendment No. 1 to Form F-1 (POS Amendment No. 1) is being filed solely for the purpose of filing Exhibit 107 to this registration statement on Form F-1, or the Registration Statement, and to amend and restate the exhibit index set forth in Part II of the Registration Statement. No changes have been made to the Registration Statement other than this explanatory note as well as revised versions of the cover page and exhibit index of the Registration Statement. This POS Amendment No. 1 does not contain copies of the public offering prospectus included in the Registration Statement which remains unchanged from the Registration Statement, filed on March 17, 2023. This POS Amendment No. 1 consists only of the facing page, this explanatory note, the signature pages to the Registration Statement, the exhibit index and the filed exhibits.

EXHIBIT INDEX

Exhibit No.	Description
1.1*	<u>Form of Underwriting Agreement</u>
3.1*	<u>Second Amended and Restated Articles of Association</u>
3.2*	<u>Second Amended and Restated Memorandum of Association</u>
4.1*	<u>Specimen Certificate for ordinary share</u>
4.2*	<u>Form of Underwriter's Warrants</u>
5.1*	<u>Opinion of Ogier regarding the validity of the securities being registered</u>
8.1*	<u>Opinion of Ogier regarding certain Cayman Islands tax matters (included in Exhibit 5.1)</u>
8.2*	<u>Opinion of Zhong Lun Law Firm regarding certain PRC tax matters (included in Exhibit 99.1)</u>
10.1*	<u>Director Offer Letter to Ming Hung Lai</u>
10.2*	<u>Employment Agreement with Ming Yan Lai</u>
10.3*	<u>Director Offer Letter to Wing Wai "John" Au</u>
10.4*	<u>Form of Independent Director Offer Letter</u>
10.5*	<u>Sample Purchase Order</u>
10.6*	<u>Form of Lock-Up Agreement (included in Exhibit 1.1)</u>
14.1*	<u>Code of Business Conduct and Ethics of the Registrant</u>
21.1*	<u>List of Subsidiaries</u>
23.1*	<u>Consent of WWC, P.C.</u>
23.2*	<u>Consent of Ogier (included in Exhibit 5.1 and Exhibit 8.1)</u>
23.3*	<u>Consent of Zhong Lun Law Firm (included in Exhibit 8.2 and 99.1)</u>
99.1*	<u>Opinion of Zhong Lun Law Firm regarding certain PRC law matters</u>
99.2*	<u>Audit Committee Charter</u>
99.3*	<u>Compensation Committee Charter</u>
99.4*	<u>Nomination Committee Charter</u>
99.5*	<u>Consent of Frost & Sullivan</u>
99.6*	<u>Consent of Hok Han Ko</u>
99.7*	<u>Consent of Sun Wai But</u>
99.8*	<u>Consent of Hung Leung Tsang</u>
99.9*	<u>Consent of Hon Wai Ku</u>
107**	<u>Filing fee table</u>

* Previously filed.

** Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing of the post-effective amendment No. 1 to the Form F-1 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Hong Kong on March 31, 2023.

Millennium Group International Holdings Limited

By: /s/ Ming Hung Lai

Ming Hung Lai
Chairman

By: /s/ Ming Yan Lai

Ming Yan Lai
Chief Executive Officer
(Principal Executive Officer)

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Name	Title	Date
<u>/s/ Ming Hung Lai</u> Ming Hung Lai	Chairman	March 31, 2023
<u>/s/ Ming Yan Lai</u> Ming Yan Lai	Chief Executive Officer (Principal Executive Officer)	March 31, 2023
<u>/s/ Wing Wai Au</u> Wing Wai Au	Chief Financial Officer (Principal Financial and Accounting Executive)	March 31, 2023
<u>/s/ Yau Fai Lai</u> Yau Fai Lai	Director	March 31, 2023

SIGNATURE OF AUTHORIZED REPRESENTATIVE IN THE UNITED STATES

Pursuant to the Securities Act of 1933 as amended, the undersigned, the duly authorized representative in the United States of America, has signed this registration statement thereto in New York, NY on March 31, 2023.

Cogency Global Inc.

By: /s/ Colleen A. De Vries

Name: Colleen A. De Vries

Title: Senior Vice President

Calculation of Filing Fee Tables

F-1
(Form Type)

Millennium Group International Holdings Limited
(Exact Name of Registrant as Specified in its Charter)

(Translation of Registrant's Name into English)

Newly Registered and Carry Forward Securities

											Filing Fee Previously Paid In Connection with Unsold Securities to be Carried Forward
Security Type	Security Class Title	Fee Calculation or Carry Forward Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price ⁽¹⁾	Fee Rate	Amount of Registration Fee ⁽²⁾	Carry Forward Form Type	Carry Forward File Number	Carry Forward Initial effective date	
Newly Registered Securities											
Fees to Be Paid	Equity	Ordinary shares, \$0.002 par value per share ⁽³⁾	457(o)	—	—	\$5,750,000	\$110.20 per million	\$	633.65		
Fees to Be Paid	Equity	Ordinary shares, \$0.002 par value per share, underlying underwriter’s warrants ⁽⁴⁾	457(o)			\$ 483,000	\$110.20 per million	\$	53.23		
Carry Forward Securities											
Carry Forward Securities											
Total Offering Amounts					\$6,233,000		\$		686.88		
Total Fees Previously Paid							\$		2,755.00		
Total Fee Offsets									—		
Net Fee Due							\$		0		

- (1) The registration fee for securities is based on an estimate of the Proposed Maximum Aggregate Offering Price of the securities, assuming the sale of the maximum number of shares at the highest expected offering price, and such estimate is solely for the purpose of calculating the registration fee pursuant to Rule 457(o). Includes the offering price attributable to 187,500 additional Ordinary Shares that the underwriters have the option to purchase to cover over-allotments, if any.
- (2) Calculated pursuant to Rule 457(o) under the Securities Act, based on an estimate of the proposed maximum aggregate offering price.
- (3) In accordance with Rule 416(a), we are also registering an indeterminate number of additional ordinary shares that shall be issuable pursuant to Rule 416 to prevent dilution resulting from share splits, share dividends or similar transactions.
- (4) The Registrant will issue to the underwriters' warrants to purchase a number of ordinary shares equal to an aggregate of seven percent (7%) of the ordinary shares (the "Underwriter Warrants") sold in the offering. The exercise price of the Underwriter Warrants is equal to 120% of the offering price of the ordinary shares offered hereby. Assuming an exercise price of \$4.80 per share, we would receive, in the aggregate, \$483,000 upon exercise of the Underwriter Warrants. The Underwriter Warrants are exercisable within five years commencing 180 days from the effective date of the registration statement at any time, and from time to time, in whole or in part.